

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC.,	:
<i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

**THIRD OMNIBUS NOTICE OF ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE that, on September 20, 2008, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Sale Order") which, among other things, approved an Asset Purchase Agreement (the "Purchase Agreement") in the above-referenced chapter 11 cases of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors (collectively, the "Debtors").

PLEASE TAKE FURTHER NOTICE that, in accordance with the Sale Order and Section 2.5 of the Purchase Agreement, Barclays Capital, Inc. (the "Purchaser") has the right to designate certain of the Debtors' unexpired leases and executory contracts for assumption and assignment to Purchaser (collectively, the "Purchased Contracts").¹

PLEASE TAKE FURTHER NOTICE that, on October 3, 2008, the Bankruptcy Court entered an order (the "Procedures Order") which, among other things, approved expedited procedures for the assumption and assignment of Purchased Contracts to the Purchaser.

PLEASE TAKE FURTHER NOTICE that the Purchaser hereby provides notice of the (i) assumption and assignment of the Purchased Contracts identified below as of the date hereof, and (ii) cure costs, if any, to be paid (the "Cure Amounts") pursuant to 11 U.S.C. § 365(b)(1)(A) in connection with the assumption and assignment of such Purchased Contracts.

¹ For purposes of this Notice and the Procedures Order (defined below), Purchased Contracts include PIM Leases (as such term is defined in that certain Clarification Letter with respect to the Purchase Agreement, dated September 20, 2008 (the "Clarification Letter")) that are designated for assumption and assignment by the Purchaser in accordance with the terms of the Clarification Letter.

PLEASE TAKE FURTHER NOTICE that any party in interest that objects to the proposed assignment or Cure Amount must file and serve a written objection so that such objection is filed with the Court and actually received by the following parties (the “Objection Notice Parties”) no later than ten (10) days after the date on which this notice of the assignment was sent to the counterparty: (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119 (Attn: Lori R. Fife and Shai Y. Waisman); (ii) the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis); (iii) the attorneys for the Purchaser, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York NY 10006 (Attn: Lindsee P. Granfield and Lisa M. Schweitzer); (iv) the attorneys for the Creditors’ Committee, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005 (Attn: Dennis F. Dunne, Luc A. Despins, and Wilbur F. Foster, Jr.); and (v) the attorneys for the SIPA Trustee, Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004 (Attn: James B. Kobak, David Wiltenburg, and Jeff Margolin).

PLEASE TAKE FURTHER NOTICE that, to the extent that any counterparty does not timely file an objection as set forth above, such counterparty is deemed to have consented to their respective Cure Amount and the assumption and assignment of their respective Purchased Contract to the Purchaser as set forth in the Assignment Notice, and shall be forever barred from objecting to the assignment or to the Cure Amount set forth below, including, without limitation, the right to assert any additional Cure Amounts or any other amounts with respect to the leases and contracts to be assumed and assigned.

PLEASE TAKE FURTHER NOTICE that, to the extent any objections to the Cure Amounts for such contracts are timely filed, the Debtors, Purchaser and the counterparty must meet and confer in good faith to attempt resolve any such objection without Court intervention. If the objecting party and the Purchaser determine that the objection cannot be resolved without judicial intervention, then such dispute will be determined by the Court upon written application by either party on 20 (twenty) days notice, with any response due to such an application 15 (fifteen) days after such application is filed. The Purchaser shall pay any Cure Amount as soon as reasonably practicable after the earliest of (i) the date on which the contracting counterparty consents in writing to the assumption and assignment of its Purchased Contract to the Purchaser and to the Cure Amount for such contract, (ii) the date on which the counterparty is deemed to have consented to the assumption and assignment of its Purchased Contract to the Purchaser and to the Cure Amount for such contract, or (iii) the date on which the Court enters an order determining the Cure Amount for such contract after the notice and hearing procedure set forth above.

Dated: October 6, 2008
New York, New York

**CLEARY GOTTlieb STEEN &
HAMILTON LLP**

By: /s/ Lindsee P. Granfield

Lindsee P. Granfield

Lisa M. Schweitzer

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

Counsel to Barclays Capital Inc.

Vendor Name+	Agreement ID	Cure Amount	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
NSE.IT LIMITED	CON000000020644	\$0.00	Amendment / Addendum / Schedule		National Stock Exchange of India Ltd., Mumbai 400 051 India	Unknown
NSE.IT LIMITED	CON000000020645	\$0.00	Supplement		National Stock Exchange of India Ltd., Mumbai 400 051 India	Unknown
NSE.IT LIMITED	CON000000021664	\$0.00	Master Agreement		National Stock Exchange of India Ltd., Mumbai 400 051 India	Unknown
NSE.IT LIMITED	CON000000029919	\$0.00	TBD		National Stock Exchange of India Ltd., Mumbai 400 051 India	Unknown
OPEX CORPORATION	CON000000024516	\$0.00	Amendment / Addendum / Schedule		305 Commerce Dr., Moorestown, NJ 08057- 4234	Unknown
OPEX CORPORATION	CON000000024624	\$0.00	Amendment / Addendum / Schedule		305 Commerce Dr., Moorestown, NJ 08057- 4234	Unknown
PCS	CON000000022402	\$0.00	Master Agreement	no attachment	8682 Beach Blvd Ste 101B, Buena Park, CA 90620	Unknown
PCS	CON000000022403	\$0.00	Supplement	No attachment	8682 Beach Blvd Ste 101B, Buena Park, CA 90620	Unknown
Pebble Beach Resorts		\$15,000.00	Contract: 2008 Economic Forum	Ann McAuliffe, Director of Sales	c/o The Inn at Spanish Bay, 2700 17 Mile Drive, Pebble Beach, CA 93953	Lehman Brothers
Pebble Beach Resorts		\$5,000.00	Contract: 2009 Economic Forum	Ann McAuliffe, Director of Sales	c/o The Inn at Spanish Bay, 2700 17 Mile Drive, Pebble Beach, CA 93953	Lehman Brothers
Phi Software Inc.	CON000000027458	\$0.00	Master Agreement	Nicholas Antzoulis	138 Lookout Road, Mountain Lakes, New Jersey 07046	LBHI
Portfolio Analytics Inc.	CON000000024465	\$0.00	Master Agreement		1802 State Route 31, Unit 368, Clinton, NJ 08809	LBHI
Portfolio Analytics Inc.	CON000000024466	\$0.00	Supplement		1802 State Route 31, Unit 368, Clinton, NJ 08809	LBHI
PREMIER PARTNERS INC	001053-LEHNY-2006	\$0.00	Master Agreement		48 Woodport Road, Second Floor, Sparta, NJ 07871	Unknown
PREMIER PARTNERS INC	004919-LEHNY-2005	\$0.00	Master Agreement		48 Woodport Road, Second Floor, Sparta, NJ 07871	Unknown
PRENAX INC	CON000000029957	\$0.00	Master Agreement		10 Ferry Street, Suite 429, Concord, NH 03301	Unknown
PRENAX INC	CON000000030132	\$0.00	Side Letter		10 Ferry Street, Suite 429, Concord, NH 03301	Unknown
PRENAX UK LTD	CON000000025802	\$0.00	TBD		Prenax Ltd., 12 Oval Road, London NW1 7DH	Unknown
Primeon Inc*	CON000000022240	\$0.00	Master Agreement		18 Commerce Way, Woburn, MA 01801	Unknown
Primeon Inc*	CON000000030600	\$0.00	Supplement		18 Commerce Way, Woburn, MA 01801	Unknown
Professional Computer Services	CON000000022404	\$0.00	Transaction Schedule		27 22nd St E, Dickinson, ND 58601	Unknown
Professional Computer Services	CON000000027456	\$0.00	Master Agreement		27 22nd St E, Dickinson, ND 58601	Unknown
Professional Computer Services	CON000000027457	\$0.00	Transaction Schedule		27 22nd St E, Dickinson, ND 58601	Unknown
PSI DATA SYSTEMS LIMITED	CON000000019466	\$0.00	Master Agreement		Sunningdale Embassy Golf Links Business Park, Intermediate Ring Road, Bangalore, 560 071, India	Unknown
PSI DATA SYSTEMS LIMITED	CON000000019467	\$0.00	Other		Sunningdale Embassy Golf Links Business Park, Intermediate Ring Road, Bangalore, 560 071, India	Unknown
PYXIS MOBILE, INC.	CON000000021524	\$0.00	Master Agreement		1601 Trapelo Road, Waltham, MA 02451	Unknown
PYXIS MOBILE, INC.	CON000000025083	\$0.00	Supplement		1601 Trapelo Road, Waltham, MA 02451	Unknown
PYXIS MOBILE, INC.	CON000000025084	\$0.00	Supplement		1601 Trapelo Road, Waltham, MA 02451	Unknown
PYXIS MOBILE, INC.	CON000000027593	\$0.00	Transaction Schedule		1601 Trapelo Road, Waltham, MA 02451	Unknown
PYXIS MOBILE, INC.	CON000000027989	\$0.00	Supplement		1601 Trapelo Road, Waltham, MA 02451	Unknown
Q2 Strategies, LLC	CON000000021465	\$0.00	Master Non-IT	Q2 Strategies, LLC	500 W 56th St Suite 1113, NY NY 10019	LBHI
Q2 Strategies, LLC	CON000000021465	\$0.00	Master Non-IT TS	Q2 Strategies, LLC	501 W 56th St Suite 1113, NY NY 10019	LBHI

Vendor Name+	Agreement ID	Cure Amount	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
Q2 Strategies, LLC	CON000000031224	\$0.00	Master TS #1	Q2 Strategies, LLC	502 W 56th St Suite 1113, NY NY 10019	LBHI
Rational Consulting	CON000000026655	\$0.00			807 Davis Street, Unit 503 Evanston, IL 60201	LBHI
Rational Consulting	CON000000026677	\$0.00			807 Davis Street, Unit 503 Evanston, IL 60201	LBHI
Rational Consulting	CON000000026676	\$0.00			807 Davis Street, Unit 503 Evanston, IL 60201	Not Specified
RCG INFORMATON TECHNOLOGY, INC	CON000000020818	\$0.00			55 Broad Street NY, NY 10004	LBHI
RESONATE INC	CON000000023491	\$0.00			385 Moffen Park Drive Sunnyvale, CA 94089 Attn: General Counsel	Unknown
RIDGE TECHNOLOGIES	004376-LEHNY-2005	\$0.00			14 Aquarium Drive Secaucus, NJ 07094	Unknown
RIDGE TECHNOLOGIES	005010-LEHNY-2005	\$0.00			1111 Secaucus Rd Secaucus, NJ 07094	Unknown
RIDGE TECHNOLOGIES	005011-LEHNY-2005	\$0.00			1111 Secaucus Rd Secaucus, NJ 07094	Unknown
ROBERT DERECTOR ASSOCIATES	CON000000011553	\$0.00			19 West 44th St, 10th Floor NY, NY 10036	LBHI
ROBERT DERECTOR ASSOCIATES	CON000000022152	\$0.00			19 West 44th St, 10th Floor NY, NY 10036	LBHI
SAGE SOFTWARE, INC	002012-LEHNY-2006	\$0.00	Trial		15195 NW Greenbrier Parkway, Beaverton, OR 97006	Unknown
Sage Software, Inc.	N/A	\$0.00		Sage Software, Inc.	8800 North Gainey Center Drive, Scottsdale, AZ	LBHI
SCIENTIFIC COMPUTING ASSOC INC	CON000000027357	\$0.00	Standalone Agreement		One Century Tower, New Haven, CT 06510	N/A
SCIENTIFIC COMPUTING ASSOC INC	CON000000031139	\$0.00	TBD		One Century Tower, New Haven, CT 06510	N/A
SELECT MINDS	CON000000022486	\$0.00	Amendment / Addendum / Schedule		SelectMinds Inc. 149 5th Ave 6th Floor NY, NY 10010	Lehman Brothers Holdings, Inc.
SELECT MINDS	CON000000023388	\$0.00	Master Agreement		SelectMinds Inc. 149 5th Ave 6th Floor NY, NY 10010	Lehman Brothers Holdings, Inc.
SGP INTERNATIONAL, INC.	CON000000013587	\$0.00	Master Agreement		SGP International, Inc. 16 East 40th St New York, NY 10016	Lehman Brothers Holdings Inc.
SGP INTERNATIONAL, INC.	CON000000013588	\$0.00	Supplement		SGP International, Inc. 16 East 40th St New York, NY 10016	Lehman Brothers Holdings Inc.
SGP INTERNATIONAL, INC.	CON000000013589	\$0.00	Amendment / Addendum / Schedule		SGP International, Inc. 16 East 40th St New York, NY 10016	N/A
SHERPA SOFTWARE PARTNERS	CON000000020400	\$0.00	Trial		Sherpa Software Oartners LP 1300 Old Pond Road Bridgeville, PA 15017	Lehman Brothers Holdings Inc.

Vendor Name+	Agreement ID	Cure Amount	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
SHERPA SOFTWARE PARTNERS	CON000000022836	\$0.00	Master Agreement		Sherpa Software Oartners LP 1300 Old Pond Road Bridgeville, PA 15017	Lehman Brothers Holdings Inc.
SHERPA SOFTWARE PARTNERS	CON000000022837	\$0.00	Supplement		Sherpa Software Oartners LP 1300 Old Pond Road Bridgeville, PA 15017	N/A
STATPRO, INC.	CON000000022869	\$0.00			255 Magdalen Road Earlsfield London SW18 3PA	Unknown
STATPRO, INC.	CON000000023102	\$0.00			255 Magdalen Road Earlsfield London SW18 3PA	Unknown
STATPRO, INC.	CON000000023132	\$0.00			255 Magdalen Road Earlsfield London SW18 3PA	Unknown
STATPRO, INC.	CON000000024376	\$0.00			255 Magdalen Road Earlsfield London SW18 3PA	Unknown
STEALTHBITS TECHNOLOGIES, INC.	CON000000020663	\$0.00			55 Harristown Road Glen Rock NJ 07452	Unknown
STEALTHBITS TECHNOLOGIES, INC.	CON000000021216	\$0.00			55 Harristown Road Glen Rock NJ 07452	Unknown
STEALTHBITS TECHNOLOGIES, INC.	CON000000021917	\$0.00			55 Harristown Road Glen Rock NJ 07452	Unknown
STEALTHBITS TECHNOLOGIES, INC.	CON000000027163	\$0.00			55 Harristown Road Glen Rock NJ 07452	Unknown
STERLING COMMERCE INC.	10170-LEHUK-2002	\$0.00			4600 Lakehurst Court, Dublin, OH 43016-2000	Unknown
STORAGE TECHNOLOGY CORP	CON000000026292	\$0.00			One StorageTek Drive Louisville CO 80028-4309	Unknown
STORAGE TECHNOLOGY CORP	CON000000026308	\$0.00		John L. Backust	One StorageTek Drive Louisville CO 80028-4309	Unknown
STRATEGIC SYSTEMS SOLUTIONS LTD	CON000000021460	\$0.00			10th Floor Silkhouse Court 7-17 Tithebarn Street Liverpool L2 2LZ	Unknown
STRATEGIC SYSTEMS SOLUTIONS, INC.	CON000000021913	\$0.00			113 Rock Road, Horsham PA 19044	Unknown
STRATEGIC SYSTEMS SOLUTIONS, INC.	CON000000021914	\$0.00			113 Rock Road, Horsham PA 19044	Unknown
STRATEGIC SYSTEMS SOLUTIONS, INC.	CON000000029518	\$0.00			113 Rock Road, Horsham PA 19044	Unknown
Studio 1440	CON000000028754	\$0.00			762 Brookshade Parkway Alpharetta GA 30004	Unknown
Studio 1440	CON000000028756	\$0.00			762 Brookshade Parkway Alpharetta GA 30004	Unknown
Studio 1440	CON000000028758	\$0.00			762 Brookshade Parkway Alpharetta GA 30004	Unknown
SYNCSORT INC.	CON000000026376	\$0.00		Contracts Administration Department	50 Tice Boulevard Woodcliff NJ 07677	Unknown
SYNCSORT INC.	CON000000026378	\$0.00		Contracts Administration Department	50 Tice Boulevard Woodcliff NJ 07677	Unknown
SYNCSORT INC.	CON000000027534	\$0.00		Contracts Administration Department	50 Tice Boulevard Woodcliff NJ 07677	Unknown
SYSTEMS MANAGEMENT INTERNATIONAL	004280-LEHNY-2004	\$0.00		Steve Dossett	Baltic House Kingston Crescent Portsmouth Hants Po2 8QL	Unknown
SYSTEMS MANAGEMENT INTERNATIONAL LLC	CON000000026358	\$0.00		Steve Dossett	Baltic House Kingston Crescent Portsmouth Hants Po2 8QL	Unknown
T ZERO PROCESSING SERVICES, LLC	CON000000019509	\$0.00	TBD	Jennifer Collet	875 Third Avenue, 29th Floor NY NY 10022	Lehman Brothers Holdings Inc
T ZERO PROCESSING SERVICES, LLC	001425-LEHNY-2006	\$0.00	Master Agreement	Clive de Ruig	875 Third Avenue, 29th Floor NY NY 10022	N/A
T ZERO PROCESSING SERVICES, LLC	001569-LEHNY-2006	\$0.00	Master Agreement	Clive de Ruig	875 Third Avenue, 29th Floor NY NY 10022	N/A

Vendor Name+	Agreement ID	Cure Amount	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
Tabula Rosa Systems*	<u>CON000000027652</u>	\$0.00	Trial	Paul J Babicki	17 Cedar lane Titusville, NJ 08560	Lehman Brothers Holdings Inc
TALKPOINT COMMUNICATIONS	001280-LEHNY-2006	\$0.00	Trial	Brian lehon	100 william St, 9th Fl, NY, Ny 10038	Lehman Brothers Holdings Inc
TALKPOINT COMMUNICATIONS	<u>CON000000027658</u>	\$0.00	Master Agreement	N/A	100 william St, 9th Fl, NY, Ny 10038	Lehman Brothers Holdings Inc
TALKPOINT COMMUNICATIONS	<u>CON000000027940</u>	\$0.00	Supplement	N/A	100 william St, 9th Fl, NY, Ny 10038	Lehman Brothers Holdings Inc
TECHNO-COMP INC.	<u>CON000000024166</u>	\$0.00	Master Agreement	N/A	One Executive Drive, Suite 250, Somerset, NJ 08873	Lehman Brothers Holdings Inc
TECHNO-COMP INC.	<u>CON000000024167</u>	\$0.00	Supplement	N/A	One Executive Drive, Suite 250, Somerset, NJ 08873	Lehman Brothers Holdings Inc
TELEKURS (UK) LTD	<u>CON000000021359</u>	\$0.00	TBD	N/A	15 Appold Street, London, EC2A 2NE	Lehman Brothers
TELMEX USA, LLC	<u>CON000000029662</u>	\$0.00	Amendment / Addendum / Schedule	N/A	3350 SW 148 Avenue, Miramar, FL 33027	Lehman Brothers Holdings Inc
TELMEX USA, LLC	<u>CON000000028480</u>	\$0.00	Master Agreement	N/A	3350 SW 148 Avenue, Miramar, FL 33027	N/A
TERMA SOFTWARE	<u>CON000000013694</u>	\$0.00	Master Agreement	N/A	4430 Arapahoe Avenue, Suite 120, Boulder CO, 80303	Lehman Brothers Holdings Inc
TERMA SOFTWARE	<u>CON000000022536</u>	\$0.00	Supplement	N/A	4430 Arapahoe Avenue, Suite 120, Boulder CO, 80303	Lehman Brothers Holdings Inc
TERMA SOFTWARE	<u>CON000000022537</u>	\$0.00	Transaction Schedule	N/A	4430 Arapahoe Avenue, Suite 120, Boulder CO, 80303	Lehman Brothers Holdings Inc
TRADE SETTLEMENT INC.	<u>CON000000019543</u>	\$0.00	Supplement		27 West 24th street, Suite 405 New York, NY, 10010	LBHI
TRADE SETTLEMENT INC.	<u>CON000000024132</u>	\$0.00	TBD		27 West 24th street, Suite 405 New York, NY, 10010	Unknown
TRAIANA INC	<u>CON000000029971</u>	\$0.00	TBD	NA	51 East 42nd St., 10th floor, New York, NY 10017	NA
TRAIANA INC	<u>CON000000030208</u>	\$0.00	TBD	NA	51 East 42nd St., 10th floor, New York, NY 10017	NA